FORM D

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UNITED STATES **SECURI**

ITIES AND	EXCHAN	GE COMMISSIO	'n
Washin	gton, D.C.	. 20549	

FORM D

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DEC 2 2 2008

Received SEC

Washington, DC 20549.

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix	•	Scrial					
DATE RECEIVED							

Name of Offering (check if this is an a	mendment and name has changed, and it	ndicate change)		
New Vista Partners, LLC Unit Offering		idicate change.)		
Filing Under (Check box(es) that apply):		⊠ Rule 506 [Section 4(6)	
		M Kuic 200 [_ Section 4(0) [7]	DEN ESSEU
Type of Filing: New Filing A	nendment			A OF OFF
	D. O.G. D. D. W. C. T.	1011 5 1011	<u>K</u>	1441 1 0 2000
<u> </u>	A. BASIC IDENTIFICAT	ION DATA		JAN 1 2 2009
1. Enter the information requested about t				
Name of Issuer (check if this is an amount	endment and name has changed, and indi	cate change.)	YHT	INSON REUTERS
New Vista Partners, LLC			unc	MAIO CLAINTO LEIKO
Address of Executive Offices	(Number and Street, City, State, 2	Zip Code)	Telephone Number	er (Including Area Code)
7854 Bicentennial Place	Cincinnati, OH 45249			3) 489-0528
Address of Principal Business Offices	(Number and Street, City, State	ADMINITECE E	Selephone Num	A A CONTRACTOR OF THE CONTRACT
(if different from Executive Offices)	U	"KUUEJJE		
		+		1 1900 N 1919 I ISM 1910 BUNN 1994 I ISBN 1714 I I
Brief Description of Business		JAN 1 2 2009		
F		01111 1 2 2000		
Venture Capital	74	ARROAN DEN	renc	
Type of Business Organization		<u>Omsonreu</u>	EKA	08067768
corporation	limited partnership, already formed	🛛 other (ple	ase specify): limite	d liability company
business trust	limited partnership, to be formed	Z omer (pre	ase speen y). Illinee	a manny company
	Month	Year		
A S D C S D D S C S			¬ ~	□ ###1
Actual or Estimated Date of Incorporation		0 6	🛛 Actual	Estimated
Jurisdiction of Incorporation or Organizati	on: (Enter two-letter U.S. Postal Service	abbreviation for Sta	ite:	
	CN for Canada; FN for other fore	eign jurisdiction	D E	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond 1 of 8 unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter □ Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Donald J. Lothrop Full Name (Last name first, if individual) 7854 Bicentennial Place, Cincinnati, OH 45249 Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer General and/or Beneficial Owner Director Check Box(es) that Apply: Promoter Managing Partner Steven K. Schelhammer Full Name (Last name first, if individual) 5307 Coveview Court, Greensboro, NC 27407 (Number and Street, City, State, Zip Code) Business or Residence Address General and/or Check Box(es) that Apply: Promoter Director Managing Partner **Bochnowski Family Trust** Full Name (Last name first, if individual) c/o James J. Bochnowski, Trustee, 28 Camino Por Los Arboles, Atherton, CA 94027 Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Promoter ☐ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(Number and Street, City, State, Zip Code)

☐ Beneficial Owner ☐ Executive Officer

☐ Director

General and/or

Managing Partner

Check Box(es) that Apply:

Business or Residence Address

Full Name (Last name first, if individual)

Promoter

				B. IN	NFORMAT	ION ABOU	JT OFFER	ING		•		
1. Has the	issuer sold	, or does th	ne issuer in	tend to sel	l, to non-ac	credited in	nvestors in	this offeri	ng?		····· Yes	No ⊠
			Ans	wer also ii	n Appendix	, Column	2, if filing	under ULC	DE.			
2. What is	the minim	um investn	nent that w	ill be acce	pted from a	any individ	lual?		•••••			
3. Does the offering permit joint ownership of a single unit?											Yes ····· ⊠	No
offering with a s	sion or si . If a perso tate or sta	milar remon to be listes, list the	uneration ted is an a name of	for solicita ssociated p the broker	ation of propersion or a or dealer.	urchasers gent of a b If more th	in connect proker or d nan five (5	tion with the caler registed) persons to	sales of se tered with to be listed	indirectly, ecurities in the SEC and l are associ r dealer of	the id/or ated	
NOT APP												
Full Name	(Last name	first, if indi	vidual)									
Business or	r Residence	Address (N	umber and S	Street, City,	State, Zip (Code)						
Name of A	ssociated B	roker or De	aler		·,··		•					· • • · · · · •
States in W	hich Person	n Listed Has	Solicited o	r Intends to	Solicit Purc	hasers						
(Check	c "All State	s" or check	individual S	tates)								All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
(RI)	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nam	e (Last nam	e first, if inc	dividual)									
Business	or Residenc	e Address (Number and	Street, Cit	y, State, Zip	Code)						
Name of	Associated	Broker or D	ealer									
States in	Which Perso	on Listed Ha	as Solicited	or Intends t	o Solicit Pu	rchasers	•					
(Che	ck "All Stat	tes" or check	c individual	States)								All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nam	e (Last nam	e first, if inc	dividual)									
Business	or Residenc	e Address (Number and	Street, Cit	y, State, Zip	Code)	- 					
Name of	Associated	Broker or D	ealer									
States in	Which Perso	on Listed Ha	as Solicited	or Intends t	o Solicit Pui	rchasers		<u> </u>				
(Che	ck "All Stat	es" or check	c individual	States)	***************************************							All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
Type of Security		Aggregate Offering Price	Amount Already Sold
Debt	S		S
Equity	S		 s
Cyuny	J		 ·
☐ Common ☐ Preferred			
Convertible Securities (including warrants)	\$		 s
Partnership Interests	\$		\$
Other (Specify <u>limited liability membership interest units</u>)	S	10,025,000	 S 10,025,000
Total	S	10,025,000	\$ 10,025,000
Answer also in Appendix, Column 3, if filing under ULOE.			
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".			
purchases on the total lines. Enter O H answer is none or zero .		Number Investors	Aggregate Dollar Amount
4 (5.11)		••	of Purchases
Accredited Investors		28	 \$ 10,025,000
Non-accredited Investors		0	 \$0
Total (for filings under Rule 504 only)			 \$
Answer also in Appendix, Column 4, if filing under ULOE.			
i. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		m c	
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		Type of	Dollar Amount
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering		Type of Security	Dollar Amount Sold
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505	· · · · · · · · · · · · · · · · · · ·		
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505			
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505		Security	 Sold \$ \$
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505			
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505		Security	Sold S
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505		Security 0	Sold \$ \$
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505		Security 0	Sold S
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505		Security 0	Sold S
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505		Security 0	Sold S S S S S S S S S S S S S S S S S S S
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505		Security 0	Sold S
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505		Security 0	Sold S S S S S S S S S S S S S S S S S S S
securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505		0	Sold S

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregate offering price given in response to Part C – Question I and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."					S	_19	0,012,925
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.							
	gross proceeds to the issuer set forth in response to 1 art C - Question 4.0 above.			Offi Direc	nents to icers, itors, &		ı	Payments to
	Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery		\$ \$	——————————————————————————————————————	iliates		\$ \$	Others
	and equipment		\$ \$	_		_ 🛮	\$ \$	
	offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$ \$ \$	_			\$ \$ \$	10,012,925
	Other (specify):	-					s	<u>.</u>
	Column Totals				0		\$	10,012,925
T	Total Payments Listed (column totals added) D. FEDERAL SIGNATURE he issuer has duly caused this notice to be signed by the undersigned duly authorized person					0,012.	•	
fc	ollowing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities equest of its staff, the information furnished by the issuer to any non-accredited investor pursuant.	and l	Exc	hang	e Comn	nissio	1, l	pon written
	suer (Print or Type) Signature ew Vista Partners, LLC			ate Z - Z	, -08			
	ame of Signer (Print or Type) Title of Signer (Print or Type)	1						
D	onald J. Lothrop Manager							
	,							
	ATTENTION							r

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

18833.3-556401 v1

	E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 pre provisions of such, rule?	, , , , , , , , , , , , , , , , , , , ,		Yes No
9	See Appendix, Column 5, for state	response.	
2. The undersigned issuer hereby undertakes to D (17 CFR 239.500) at such times as required	<u> </u>	of any state in which this notice is filed	a notice on Form
3. The undersigned issuer hereby undertakes to issuers to offerees.	furnish to the state administrators,	upon written request, information furn	ished by the
4. The undersigned issuer represents that the i Limited Offering Exemption (ULOE) of the s this exemption has the burden of establishing	tate in which this notice is filed a	nd understands that the issuer claiming	
The issuer has read this notification and know undersigned duly authorized person.	s the contents to be true and has	duly caused this notice to be signed o	n its behalf by the
Issuer (Print or Type)	Signature	Date	
New Vista Partners, LLC		7 12-2-08	
Name of Signer (Print or Type)	Title of Signer (Print or Typ	e)	
Donald J. Lothrop	Manager		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3		5 Disqualification				
1 1	to non-a investor	to sell accredited is in State a-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	LLC Membership Units	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			Cints	111763(013	Amount	Investors	Amount		·
AK				· - · · · · · · · · · · · · · · · · · ·					
AZ			4	2	\$100,000	0	0		
AR						 		 	
CA			88	4	\$2,200,000	0	0		
СО			18	1	\$450,000	0	0		
CT									
DE									
DC									
FL							* * * * * * * * * * * * * * * * * * * *		
GA		$\overline{\boxtimes}$	13	3	\$325,000	0	0		
HI						1	- 		
ĪD									
IL				·					
IN			1		-				
ΙA						 			
KS									
KY									
LA									
ME									
MD									
MA		\boxtimes	26	2	\$650,000	0	0		
MI									
MN									
MS									
МО									
MT									
NE									
NV									
NH									
NJ									
NM						are unamano.			
NY									

APPENDIX

1	Intenction non-a	2 I to sell ccredited s in State	offered in state		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)				
	(Part B	-Item 1)			(Part	C-Item 2)		(Part E-	Item 1)
			LLC Membership	Number of Accredited		Number of Non-Accredited		; :	
State	Yes	No	Units	Investors	Amount	Investors	Amount	Yes	No
NC		\boxtimes	67	9	\$1,675,000	0	0		
ND			1						
ОН		\boxtimes	185	7	\$4,625,000	0	0		
OK									
OR									
PA			İ						
RI									
SC									
SD						. <u></u>			
TN						. <u> </u>			,
TX						.'			
UT	<u> </u>			•			- · · · · · · · · · · · · · · · · · · ·		
VT			 						
VA			 						
WA	<u> </u>		† †						
_WV	<u> </u>		<u> </u>						
WI									
WY		_Ц_					· · · · · · · · · · · · · · · · · · ·		
PR] ;							,	

